

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

August 22, 2003

IN RE:

**SHILOH FALLS UTILITIES, INC.
COMPLIANCE AUDIT**

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**DOCKET NO.
02-00289**

**ORDER ADOPTING COMPLIANCE AUDIT REPORT OF
TENNESSEE REGULATORY AUTHORITY'S
ENERGY AND WATER DIVISION**

This matter came before Chairman Sara Kyle, Director Deborah Taylor Tate and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on June 16, 2003 for consideration of the report of the Authority's Energy and Water Division (the "Staff") resulting from the Staff's compliance audit of Shiloh Falls Utilities, Inc. ("Shiloh Falls" or the "Company") for the twelve (12) months ended December 31, 2001. The Compliance Audit Report (the "Report"), attached hereto as Exhibit 1, contains the audit findings of the Staff, the responses thereto of the Company, and the recommendations of the Staff to the Company in addressing the findings.

On April 8, 2003, the Staff completed its compliance audit of Shiloh Falls and issued its preliminary audit findings to the Company. The Company responded to these findings on April 21, 2003. The Staff filed its Report with the Authority on April 24, 2003. The Report states that Shiloh Falls is a small wastewater system located in Counce, Tennessee. The Company is

owned in equal shares by Shackelford Development Co., Inc. and SPD Co., LLC. Shiloh Falls currently has approximately 103 customers.

The Report contains five findings. The first finding is that the Company does not keep its books in accordance with the Uniform System of Accounts ("USOA"). The Report recommends that the Company make the necessary changes in its accounting methods and procedures to comply with the USOA for Class C Wastewater Utilities, beginning with calendar year 2003. The Report further recommends that the Company provide the Authority with evidence of compliance no later than thirty (30) days following the Authority's approval of this finding. The Company's response to this finding is that the Company does utilize the USOA and some entries may not be charted to the correct accounts as requested by the Authority. Nevertheless, the Company is agreeable to make any corrections as such exceptions are disclosed to the Company and as directed by the Authority.

The second finding is that the Company is improperly recording revenues and expenses related to certain non-utility services. During examination of monthly customer bills, the Staff discovered a \$5.00 per month charge for repairs and maintenance of jointly owned grinder pumps. In addition, Shiloh Falls is acting as the middleman for the installation of customer owned wastewater equipment. The Company does not perform this service. It subcontracts the work out to other parties, pays for the work up front and allows the customers to reimburse Shiloh Falls for the actual cost of installation. The Report recommends that as the proper accounting treatment for these transactions the Company should record the repair cost of the shared grinder pumps as non-utility expenses (NARUC Account No. 426) and record the customer payments as non-utility income (NARUC Account No. 421). The Company has responded to this finding by no longer collecting a \$5.00 maintenance fee or assisting in the installation and/or repairs of residential sewer lines or grinder pumps.

The third finding is that the Company is placing billing caps on customer bills without obtaining prior approval from the Authority. The Report recommends that the Company immediately cease the practice of capping customer bills and seek approval from the Authority for this business practice. The Company response to this finding is that the Company is no longer utilizing billing caps.

The fourth finding is that the Company did not record \$193,881 as a credit to a contributed capital account as required by the May 20, 1996 Order of the Tennessee Public Service Commission ("TPSC") in Docket No. 95-03948. The Report recommends that the Company comply immediately with the TPSC's May 20, 1996 Order and make the necessary accounting entries. The Company's response to this finding is that the Company has no objection to making the adjusted entries requested by the Authority.

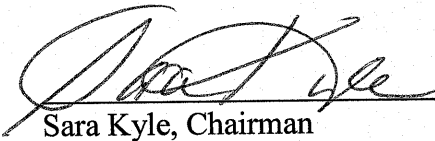
The fifth finding is that the Company has not obtained Authority approval for a loan as required by Tenn. Code Ann. § 65-4-109. Shiloh Falls recorded a loan of \$324,184.04 at the end of 2001 from a related company, SPD Co., LLC. The Company's ledgers revealed that Shiloh Falls has not attempted to repay the loan and therefore, suggest that the loan amount is actually an investment made by Shiloh Falls' shareholders. The Report recommends that if the Company maintains that the amount recorded as a note payable is a loan, Shiloh Falls should seek approval for the loan. Otherwise, the Company should remove the amount as a liability and make the appropriate accounting entries to restate the recorded amount. The Company's response to this finding is that the indebtedness was incorrectly posted and the Company has made the appropriate accounting entries to remove the amount as a liability.

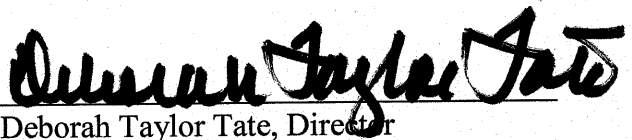
During the Authority Conference on June 16, 2003, Shiloh Falls was represented by Gilbert Parrish, Esq. Mr. Parrish acknowledged the findings in the Report and voiced no

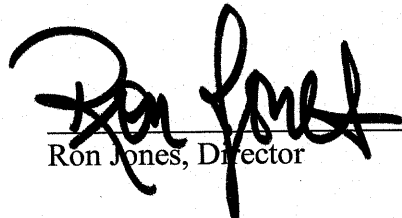
objections to the recommendations. After consideration of the Report, the voting panel assigned to this docket voted unanimously to approve and adopt the findings and recommendations contained therein. The Directors further determined that the next compliance audit of Shiloh Falls will specifically address the five findings contained in the Report and Shiloh Fall's progress toward resolving those problems.

IT IS THEREFORE ORDERED THAT:

1. The Compliance Audit Report, a copy of which is attached to this Order as Exhibit 1, is approved and adopted, and the findings and recommendations contained therein are incorporated in this Order as if fully rewritten herein;
2. Any party aggrieved by the Authority's decision in this matter may file a Petition for Reconsideration with the Authority within fifteen (15) days from the date of this Order.


Sara Kyle, Chairman


Deborah Taylor Tate, Director


Ron Jones, Director

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

April 24, 2003

IN RE:

SHILOH FALLS UTILITIES, INC.

COMPLIANCE AUDIT

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Docket No. 02-00289

**NOTICE OF FILING BY ENERGY AND WATER DIVISION OF THE TENNESSEE
REGULATORY AUTHORITY**

Pursuant to Tenn. Code Ann. §§ 65-4-104, 65-4-111 and 65-3-108, Energy and Water Division of the Tennessee Regulatory Authority gives notice of its filing of the Shiloh Falls Utilities, Inc.'s Compliance Audit Report in this docket and would respectfully state as follows:

1. The present docket was opened by the Authority to hear matters arising out of the audit of Shiloh Falls Utilities, Inc. (the "Company").
2. The Staff began its audit on September 11, 2002 and the completed its audit of same on April 8, 2003.
3. On April 8, 2003, the Energy and Water Division issued its preliminary compliance audit findings to the Company, and on April 21, 2003, the Company responded thereto.

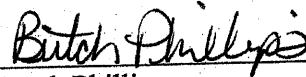
EXHIBIT

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4. The preliminary compliance audit report was modified to reflect the Company's responses and a final compliance audit report (the "Report") resulted therefrom. The Report is attached hereto as Exhibit A and is fully incorporated herein by this reference. The Report contains the audit findings of the Energy and Water Division, the Company's responses thereto and the recommendations of the Energy and Water Division in connection therewith.

5. The Energy and Water Division hereby files its Report with the Tennessee Regulatory Authority for deposit as a public record and approval of the recommendations and findings contained therein.

Respectfully Submitted:

A handwritten signature in cursive script that reads "Butch Phillips". The signature is written in dark ink and is positioned above a horizontal line.

Butch Phillips
Energy and Water Division of the
Tennessee Regulatory Authority

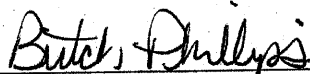
CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of April, 2003, a true and exact copy of the foregoing has been either hand-delivered or delivered via U.S. Mail, postage pre-paid, to the following persons:

Mrs. Sara Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Mrs. Lisa Thomas, President
Shiloh Falls Utilities, Inc.
P. O. Box 1027
Savannah, Tennessee 38372

Mr. Gilbert Parrish, Attorney At-Law
65 Court Street
Savannah, Tennessee 38372



Butch Phillips

COMPLIANCE AUDIT REPORT

OF

SHILOH FALLS UTILITIES, INC.

DOCKET NO. 02-00289

PREPARED BY

TENNESSEE REGULATORY AUTHORITY

ENERGY AND WATER DIVISION

April 2003

EXHIBIT A

COMPLIANCE AUDIT

SHILOH FALLS UTILITIES, INC.

DOCKET NO. 02-00289

TABLE OF CONTENTS

| | <u>Page No.</u> |
|---|------------------------|
| I. INTRODUCTION | 3 |
| II. BACKGROUND | 3 |
| III. JURISDICTION OF THE TENNESSEE REGULATORY AUTHORITY | 4 |
| IV. SCOPE OF AUDIT | 4 |
| V. STAFF SUMMARY | 5 |
| VI. AUDIT FINDINGS | 6 |

I. INTRODUCTION

The subject of this audit is Shiloh Falls Utilities, Inc. ("Company" or "Shiloh") compliance with the Rules and Regulations of the Tennessee Regulatory Authority ("TRA" or the "Authority"). At the direction of the Energy and Water Division's Chief, Dan McCormac, the compliance audit was requested and performed by Butch Phillips of the Energy and Water Division.

II. BACKGROUND

Shiloh is a small wastewater system located in Counce, Tennessee in Hardin County. It is owned in equal shares by Shackelford Development Company, Inc. and SPD Co., LLC. The companies are owned by the Shackelford family. The company currently has approximately 103 customers.

Shiloh was originally granted approval for a certificate of public convenience and necessity in Tennessee Public Service Commission ("TPSC") Docket No. 95-03948. The last time this company has been before this agency was in Docket No. 01-00378. In that Docket Shiloh was allowed to expand its existing territory to include a small retail customer.

The Authority Staff conducted an on-site audit of the Company's books and records at the Company's physical location located at 25 Old South Road, Counce, Tennessee. The Staff's findings and recommendations resulting from the audit can be found in section VI of this report.

III. JURISDICTION OF THE TENNESSEE REGULATORY AUTHORITY

Tennessee Code Annotated (T.C.A.) gives jurisdiction and control over public utilities to the Tennessee Regulatory Authority. T.C.A. §65-4-104 states that:

The [A]uthority has general supervisory and regulatory power, jurisdiction, and control over all public utilities, and also over their property, property rights, facilities, and franchises, so far as may be necessary for the purpose of carrying out the provisions of this chapter.

Further, T.C.A. §65-4-105 grants the same power to the Authority with reference to all public utilities within its jurisdiction as chapters 3 and 5 of Title 65 of the T.C.A. have conferred on the Department of Transportation's oversight of the railroads or the Department of Safety's oversight of transportation companies. By virtue of T.C.A. §65-3-108, this power includes the right to audit:

The department is given full power to examine the books and papers of the companies, and to examine, under oath, the officers, agents, and employees of the companies and any other persons, to procure the necessary information to intelligently and justly discharge its duties and carry out the provisions of this chapter and chapter 5 of this title.

The Energy and Water Division of the TRA is responsible for auditing those companies under the Division's jurisdiction to ensure that each company is abiding by the above-stated statute as well as the Rules and Regulations of the Authority.

IV. SCOPE OF AUDIT

The Staff examined Shiloh's books and records for the twelve months ended December 31, 2001, and conducted tests of accounts as it considered necessary to determine if the Company is following the Uniform System of Accounts for Class C Wastewater utilities along with TRA rules, regulations, and other directives.

V. STAFF SUMMARY

The Company does not have its financial records in compliance with USOA and needs to have its financial records in compliance with TRA directives as soon as possible. The Staff has outlined the material deficiencies in this report and will work with the utility to ensure compliance. Shiloh has access to outside accounting personnel to assist in maintaining financial compliance.

Shiloh in addition to deficiencies outlined later in this report has been fined by the Tennessee Department of Environment and Conservation ("TDEC"). The total amount of the fine was \$15,000 (TDEC Case No. 02-0599). The fine resulted from noncompliance of various TDEC regulations. TDEC also ordered that Shiloh not connect any additional customers onto its system until approved by them.

VI. AUDIT FINDINGS

FINDING # 1:

Exception

The Company does not keep its books in accordance with the Uniform System of Accounts.

Discussion

TRA Rule 1220-4-1.11(1)(g) for Class A, B, and C water companies requires utilities to follow the Uniform System of Accounts (USOA) as adopted and amended by the National Association of Regulatory Utility Commissioners (NARUC). This uniform record keeping insures the integrity, reliability and comparability among similar companies of financial data contained in financial reports submitted to the Authority. It provides the TRA one of its most useful regulatory tools for establishing just and reasonable rates. We noted the following exceptions to the USOA:

- a. The Company's chart of accounts does not comply with the USOA.
- b. Many entries in the Company's books are not kept "in such a manner to support fully the facts pertaining to such entries."¹

This finding has no immediate effect on rates that the company is authorized to charge.

Recommendation

Staff recommends that the Company make the necessary changes in its accounting methods and procedures to comply with the Uniform System of Accounts for Class C Wastewater Utilities, beginning with calendar year 2003. The Company should also provide Staff with evidence that the changes have been made no later than thirty (30) days after the Directors' approval of this finding.

Company Response

The Company does utilize a Uniform System of Accounts and has made the adjustments to conform to the (USOA) as of the date of the filing of this response. The Company does admit that some entries may not be charted to the correct accounts as requested by the Authority. The Company is agreeable to make any corrections to the chart of

¹ National Association of Regulatory Utility Commissioners "1996 Uniform System of Accounts for Class C Wastewater Utilities", Accounting Instructions, page 8, section 2., paragraph B.

and/or any entries to the Company books as such exceptions are disclosed to the Company and as directed by the Authority.

FINDING # 2:

Exception

The Company is improperly recording revenues & expenses related to certain non-utility services.

Discussion:

During an examination of the monthly customer bills, Staff discovered that Shiloh is charging some customers \$5.00 per month for repairs and maintenance of jointly owned grinder pumps. The grinder pumps are customer owned. However, since some building lots cannot support a separate grinder pump, several property owners must share a grinder pump. To facilitate the repair of these shared pumps, the Company provides this service for a monthly fee. Shiloh records the related transactions as utility revenues and expenses.

Shiloh is also acting as the middleman for the installation of customer owned wastewater equipment that would be normally installed by the developer at the time a house is built. The company does not perform this service itself. It subcontracts the work out to other parties and pays for the work up front. The customers then reimburse Shiloh for the actual cost of installation. Staff discovered that Shiloh is also recording these transactions as utility revenues and expenses.

The proper accounting treatment for these transactions would be to record as non-utility items. Customer payments should be recorded as non-utility income (NARUC Account No. 421) and the repair costs of the shared grinder pumps should be recorded as non-utility expenses (NARUC Account No. 426). Since these costs are associated with the sharing of grinder pumps that are not part of the utility's assets, the expenses incurred by Shiloh would not be considered utility related. Staff would like to point out to the utility that potentially no cost recovery could be made in providing this non-utility related service and that the shareholders would bear the risk of any losses.

Recommendation:

Shiloh should record all revenues and costs associated with the above transactions as non-utility items. Shiloh should also provide Staff with evidence that the changes have been made no later than thirty (30) days after the Director's approval of this finding.

Company Response:

The Company is no longer collecting a \$5.00 maintenance fee and has not collected said monies since November 2002. The Company no longer assists in the installation and/or repairs of residential sewer lines or grinder pumps.

FINDING # 3:

Exception:

The Company is placing billing caps on customer bills without prior approval from this Authority.

Discussion:

Staff discovered during a sampling of the customer bills that the management made the decision to cap the amount that a customer would pay for service. The cap was set at 10,000 gallons of usage per month. No approval was obtained from this Authority for the capping of customers' bills.

Recommendation:

Shiloh should cease the practice of capping customer bills immediately and seek approval from this Authority for such a business practice.

Company Response:

The Company is no longer utilizing billing caps.

FINDING # 4:

Exception:

The Company did not record \$193,881 as a credit to a contributed capital account as ordered in the TPSC's May 20, 1996 Order in Docket No. 95-03948.

Discussion:

In Docket No. 95-03948, by Order dated May 20, 1996, Shiloh was ordered to record \$193,881 (half of the gross plant in service) as a credit to a contributed capital account in accordance with USOA. During an examination of the Company's general ledger, Staff discovered that the Company did not record the plant amounts as required in the above docket.

The Company actually recorded \$298,639.79 in initial plant costs. The Order stated that an entry for \$193,881 should be made to a contributed capital account which was determined by the TPSC to be half of the gross plant in service. This would indicate a beginning total gross plant balance of \$387,762 ($\$193,881 \times 2$).

The amount of the adjustment necessary to correctly state the beginning balance of the utility's net plant is a \$89,123 ($\$387,762$ minus $\$298,639$) debit to Utility Plant in Service. The accumulated depreciation account should be adjusted to reflect the proper amount of depreciation expense since the above Order was issued. Also, a credit entry in the amount of \$193,881 to USOA Account No. 271 "Contributions In Aid of Construction" is necessary to satisfy the terms of the Order issued in Docket No. 95-03948.

The Company also recorded \$181,954.18 as a debit and credit, respectively, to general ledger accounts "Contributed Capital" and "USOA Owners Equity Adjust". This was not proper accounting treatment for ratemaking purposes. The Company should make the adjusting entries necessary to remove these entries.

Recommendation:

Shiloh should conform to the above Order immediately and make the necessary accounting entries.

Company Response:

The Company has no objection to making the adjusted entries requested by the Authority.

FINDING # 5:

Exception:

The Company has not obtained Authority approval for a loan as required by T. C. A. § 65-4-109.

Discussion:

Shiloh recorded a loan of \$324,184.04 at the end of 2001 from a related company, SPD Co., LLC ("SPD"). Shiloh, as evidenced by its ledgers, has not attempted to repay the loan. This would suggest that the loan amount is actually an investment made by Shiloh's shareholders.

If this assumption is correct, then the Company should make a credit entry to USOA Account No. 211-Other paid in Capital and a debit entry to USOA Account No. 232-Notes Payable to remove the amount as a liability.

However, if the amount is actually a loan and has a repayment period of longer than one year, the Company is required by T. C. A. §65-4-109 to petition this Authority for approval of the loan.

Recommendation:

If the Company maintains that the amount recorded as a note payable is a loan, Shiloh should seek approval for the loan. Otherwise, the Company should make the above described accounting entries to restate the recorded amount.

Company Response:

The indebtedness was incorrectly posted. The Company is agreeable to make a credit entry to USOA Account No. 211-Other paid in Capital and a debit entry to USOA Account No. 232-Notes Payable to remove the amount as a liability.